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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
-----X	:	

**NOTICE OF SUBSTITUTION OF COUNSEL FOR CASCO PRODUCTS, A UNIT OF
SEQUA CORPORATION AND ARC AUTOMOTIVE, INC. and NOTICE OF
APPEARANCE, REQUEST FOR SERVICE OF PAPERS AND RESERVATION OF
RIGHTS**

PLEASE TAKE NOTICE that Lawrence E. Oscar and Christopher W. Peer of Hahn Loeser & Parks LLP are hereby substituted as counsel for Casco Products, a unit of Sequa Corporation (“Casco”) and ARC Automotive, Inc. (“ARC”), in place of Alan D. Halperin and Christopher J. Battaglia of Halperin Battaglia Raicht, LLP and Cherie Macdonald of Greensfelder, Hemker & Gale, P.C. Pursuant to *inter alia*, Federal Rules of Bankruptcy Procedure 2002, 9007, and 9010 of the Bankruptcy Code, Casco and ARC request that the following names be added to any service list in the foregoing proceeding and that all notices given or required to be given in the foregoing proceeding and all papers served or required to be served in these cases, be given to and served upon:

Lawrence E. Oscar, Esq.
Christopher W. Peer, Esq.

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PLEASE TAKE FURTHER NOTICE that this request includes not only notices and papers referred to in the Bankruptcy Rules specified above, but also includes, without limitation, orders and notices of any application, motion, petition, pleading, request, complaint, or demand, whether formal or informal, whether written or oral, and whether transmitted or conveyed by mail, courier service, hand-delivery, telephone, facsimile transmission, telegraph, telex, e-mail or otherwise (1) that affects or seeks to affect in any way any rights or interest of any creditor or party-in-interest in this case, including Casco and ARC, with respect to: (a) Delphi Corporation, *et al.*, (the “Debtors”); (b) property of the estates, or proceeds thereof, in which the Debtors may claim an interest; or (c) property or proceeds thereof in the possession, custody, or control of others that the Debtors may seek to use; or (2) that requires or seeks to require any act, delivery of any property, payment, or other conduct by Casco and ARC.

PLEASE TAKE FURTHER NOTICE that Casco and ARC intend that neither this Notice of Appearance, Request for Service of Papers and Reservation of Rights nor any later appearance, claim or suit shall waive (1) their right to have final orders in non-core matters entered only after *de novo* review by a District Judge; (2) its right to trial by jury in any proceeding so triable in this case or any case, controversy or proceeding relating to these cases; (3) their right to have the District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal; or (4) any other rights, claims, actions, setoffs, or

recoupments to which it is or may be entitled, in law or in equity, all of which rights, claims, actions, defenses, setoffs and recoupments are expressly reserved.

Respectfully submitted,

/s/ Lawrence E. Oscar

Lawrence E. Oscar (0022696)

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*Attorneys for Casco Products, a Unit of Sequa
Corporation and ARC Automotive, Inc.*

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing *Notice of Substitution of Counsel for Casco Products, a Unit of Sequa Corporation and ARC Automotive, Inc. and Notice of Appearance, Request for Service of Papers and Reservation of Rights* was served by electronic mail upon all parties who receive electronic notice of filings in this case via the Court's ECF filing system and upon the parties set forth on the attached Service List by United States Mail, postage prepaid on this 2nd day of July 2009 on the following parties:

/s/ Lawrence E. Oscar

*One of the Attorneys for Casco Products, a Unit of
Sequa Corporation and ARC Automotive, Inc.*

SERVICE LIST

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